

RECORDATION NO. **27828-A** FILED

JAN 21 '11 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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January 21, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Final Termination of Lease and Ownership Interest, dated as of December 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment and Indemnity Agreement previously filed with the Board under Recordation Number 27828.

The name and address of the party to the enclosed document are:

Lessor: Bank of Nova Scotia
44 King Street West
Toronto, Ontario
Canada M5H 1H1

[Lessee: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9]

Chief
Section of Administration
January 21, 2011
Page 2

A description of the railroad equipment covered by the enclosed document is:

25 SD70M-2 locomotives TERMINATED: CN 8850 - CN 8874.

A short summary of the document to appear in the index is:

Final Termination of Lease and Ownership Interest.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

✓ Robert W. Alvord

RWA/sem
Enclosures

FINAL TERMINATION OF LEASE AND OWNERSHIP INTEREST dated as of December 30, 2010 by the **THE BANK OF NOVA SCOTIA**, a Canadian chartered bank (the "Lessor") **SURFACE TRANSPORTATION BOARD** JUN 21 '11 -9 00 AM

WHEREAS, the Lessor and **Canadian National Railway Company** (the "Lessee") entered into that certain Lease of Railroad Equipment No. 6 dated as of February 15, 2009 (the "Lease") covering twenty-five (25) EMD SD70M-2 diesel-electric locomotives bearing the road numbers **CN 8850 to 8874** (the "Locomotives") and that certain Indemnity Agreement related thereto of even date with the Lease and incorporated therein;

WHEREAS, to evidence the Lease (and such Indemnity Agreement), a Memorandum of Lease of Railroad Equipment and Indemnity Agreement dated as of February 15, 2009 was i) filed at the Surface Transportation Board on March 4, 2009 at 10:00 A.M. with assigned primary recordation number 27828 and ii) deposited at the Registrar General of Canada (the "RGC") on March 4, 2009 at 2:40 P.M.;

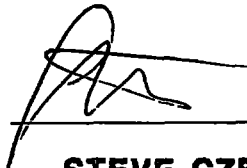
WHEREAS, a Bill of Sale evidencing Lessor's title to all of the Locomotives was deposited at the RGC on March 6, 2009 at 2:59 P.M.; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease as of the date hereof in respect of the Locomotives.

IN WITNESS WHEREOF, the Lessor wishes to show for the public record: (i) the termination of the Lease in respect of the Locomotives, ii) that it has sold, and disposed of, all its right, title and interest in the Locomotives to the Lessee and (iii) that it hereby releases any security interest in the Locomotives and, accordingly has caused this Termination of Lease and Ownership Interest to be executed by its officer thereunto duly authorized, as of the day and year first above written.

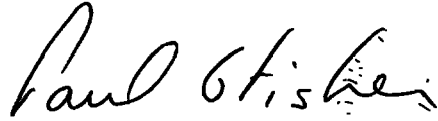
THE BANK OF NOVA SCOTIA

By:
Its:


STEVE CZEGEL
Director, Scotia Leasing
Scotiabank

PROVINCE OF ONTARIO)
) ss.:
CITY OF TORONTO)

On this 30th day of December, 2010, before me personally appeared Steve Czegel, to me personally known, who, being by me duly sworn, says that he is Director, Scotia Leasing of THE BANK OF NOVA SCOTIA, that the instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



Notary Public

My commission expires: unlimited